

INFINERA CORP  
Form 4  
May 21, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Welch David F

(Last) (First) (Middle)

C/O INFINERA CORPORATION, 140 CASPIAN COURT

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INFINERA CORP [INFN]

3. Date of Earliest Transaction (Month/Day/Year)  
05/19/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |   |                  |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |   |                  |
| Common Stock                    | 05/19/2014                           |  | S(13)                          | 10,000  | D   | \$ 9   | 729,493   | I | See Footnote (1) |
| Common Stock                    | 05/20/2014                           |  | S(13)                          | 10,000  | D   | \$ 9.182   | 719,493   | I | See Footnote (1) |
| Common Stock                    |                                      |  |                                |   |   |  | 14,132  | D |                  |
| Common Stock                    |                                      |  |                                |   |   |  | 336,979   | I | See Footnote     |

|              |         |   | (2)              |
|--------------|---------|---|------------------|
| Common Stock | 553,750 | I | See Footnote (3) |
| Common Stock | 500,000 | I | See Footnote (4) |
| Common Stock | 2,500   | I | See Footnote (5) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. F...      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 2   |                                      |  |                                |   | (6)  | 08/08/2016  | Common Stock | 50,000                     |
| Employee Stock Option (Right to Buy)       | \$ 2   |                                      |  |                                |   | (6)  | 08/08/2016  | Common Stock | 137,500                    |
| Employee Stock Option (Right to Buy)       | \$ 8.19  |                                      |  |                                |   | (6)  | 11/23/2016  | Common Stock | 75,000                     |

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|  |         |            |            |                 |         |
|--|---------|------------|------------|-----------------|---------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.61 | <u>(6)</u> | 06/06/2017 | Common<br>Stock | 29,214  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.61 | <u>(6)</u> | 06/06/2017 | Common<br>Stock | 101,342 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.61 | <u>(6)</u> | 02/28/2018 | Common<br>Stock | 2,817   |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.61 | <u>(6)</u> | 02/28/2018 | Common<br>Stock | 81,683  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.11 | <u>(6)</u> | 02/10/2019 | Common<br>Stock | 100,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.45 | <u>(6)</u> | 08/10/2019 | Common<br>Stock | 150,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.58 | <u>(6)</u> | 02/10/2021 | Common<br>Stock | 20,250  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.58 | <u>(6)</u> | 02/10/2021 | Common<br>Stock | 60,750  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.58 | <u>(6)</u> | 02/10/2021 | Common<br>Stock | 39,465  |
|  | \$ 8.58 | <u>(6)</u> | 02/10/2021 |                 | 41,535  |

|  |     |      |      |                 |        |
|--|-----|------|------|-----------------|--------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) |     |      |      | Common<br>Stock |        |
| Restricted<br>Stock<br>Units                     | (7) | (8)  | (8)  | Common<br>Stock | 26,333 |
| Restricted<br>Stock<br>Units                     | (7) | (9)  | (9)  | Common<br>Stock | 71,250 |
| Restricted<br>Stock<br>Units                     | (7) | (10) | (10) | Common<br>Stock | 40,000 |
| Restricted<br>Stock<br>Units                     | (7) | (11) | (11) | Common<br>Stock | 48,000 |
| Restricted<br>Stock<br>Units                     | (7) | (12) | (12) | Common<br>Stock | 62,770 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| Welch David F<br>C/O INFINERA CORPORATION<br>140 CASPIAN COURT<br>SUNNYVALE, CA 94089 | X             |           | President |       |

## Signatures

/s/ Alastair A. Short, by Power of  
Attorney

05/21/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares held directly by LRFA, LLC of which the Reporting Person is the sole managing member.
- (2) Shares held directly by The Welch Family Trust u/a dtd 04/03/1996.
- (3) Shares held directly by SEI Private Trust Company, Trustee of the Welch Family Heritage Trust I u/I dated 9/24/01.
- (4) Shares held directly by The Welch Group, L.P. of which the Reporting Person is the general partner.
- (5) Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of the shares held in trust for his minor children, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held in trust for his minor children for purposes of Section 16 or for any other purpose.

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- (6) The option is fully vested.
- (7) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (8) The RSUs vest in three annual installments beginning on February 5, 2013.
- (9) The RSUs fully vest on December 31, 2014.
- (10) The RSUs vest in three annual installments beginning on February 5, 2014.
- (11) The RSUs vest in four annual installments beginning on August 5, 2014.
- (12) The RSUs vest in three annual installments beginning on May 5, 2015.
- (13) This sale was made in connection with the Reporting Person's Rule 10b5-1 Trading Plan, which was adopted on May 24, 2013.

This price represents the weighted average sale price of the shares sold in multiple transactions at prices ranging from \$9.06 to \$9.30 per share. Upon request by the staff of the Securities and Exchange Commission, Infinera Corporation or a security holder of Infinera Corporation, the reporting person will provide full information regarding the number of shares sold at each separate price.

(14) Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.